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Receiver and Attorneys for Receiver

UNITED STATES DISTRICT COURT
DISTRICT OF OREGON

UNITED STATES OF AMERICA,

Case No. CR 05-60142-HO

Plaintiff,

v.

PAC EQUITIES, INC., doing business by
and through various entities including but
not limited to Rich Asset Management
(R.A.M.) LLC, R.A.M. Airport LLC,
R.A.M. Arizona Homes West LLC,
Corporate Park Place LLC, R.A.M. Paul's
Dairy LLC, R.A.M. Pinnacle Point LLC,
R.A.M. Southview Properties LLC, R.A.M.
White Salmon Subway LLC, and Olympic
Resort at G.H. LLC,

Defendants.

**ORDER APPROVING AMENDED
MOTION FOR (1) JOINT MARKETING
AGREEMENT WITH PATRICK
HOGAN; (2) OPTION AGREEMENT
WITH RAYONIER INC; (3)
EMPLOYMENT AND PAYMENT OF
PACIFIC ENGINEERING INC. AS
PROJECT MANAGER; (4)
EMPLOYMENT OF JIM DONAHOE AS
BROKER TO MARKET PROPERTIES;
AND (5) ALL EXPENDITURES
NECESSARY FOR COMPLETION OF
PRELIMINARY CONCEPT PLAN FOR
DESTINATION RESORT IN GRAYS
HARBOR COUNTY, WASHINGTON**

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This matter came before the Court on the Receiver's Amended Motion for Approval of (1) Joint Marketing Agreement with Patrick Hogan; (2) Option Agreement with Rayonier Inc.; (3) Employment and Payment of Pacific Engineering Inc. as Project Manger; (4) Employment of Jim Donahoe as Broker to Market Properties; and (5) All Expenditures Necessary for Completion of Preliminary Concept Plan for Destination Resort in Grays Harbor County, Washington ("Amended Motion"), the Court having reviewed the Amended Motion and the Affidavit of Peter McKittrick in support thereof, Sections II.K. and III.A.15. of the Stipulated Order Granting United States' Motion to Appoint Temporary Receiver that was entered by this Court on March 14, 2006, and the Stipulated Order Granting United States' Motion to Appoint Permanent Receiver entered by this Court on October 24, 2006, and being informed that the Receiver received no objections to the Amended Motion by the date indicated in the notice sent to the investors, and the Court being otherwise fully advised in the premises, it is hereby

ORDERED as follows:

1. The Receiver, Peter C. McKittrick ("Receiver"), is authorized to enter into the Joint Marketing Agreement with Patrick Hogan on the terms set forth in the Amended Motion.
2. The Receiver is authorized to enter into the Option Agreement with Rayonier, Inc. to purchase approximately 176 acres of land on the terms set forth in the Amended Motion.
3. The Receiver is authorized to employ Mike Daniels of Pacific Engineering, Inc. to perform consulting and engineering services on the terms and conditions set forth in the Amended Motion.
4. The Receiver is authorized to employ Jim Donahoe as the listing broker for the property on the terms and conditions set forth in the Amended Motion.
5. The Receiver is authorized to incur and pay all expenses and take all actions necessary to complete the preliminary concept plan for the destination resort in Grays

Harbor County, Washington commonly known as the Olympic Resort at Grays Harbor, Washington, including but not limited to: a) the engineering fees of Pacific Engineering, Inc., including approximately \$18,000 owed to Pacific Engineering, Inc. by Pac Equities prior to the appointment of the Receiver; b) the \$20,000 payable to Rayonier, Inc. under the Option Agreement referred to in paragraph 2, above, and any subsequent costs necessary to extend the option as set forth in the Amended Motion; and 3) all other related fees associated with the concept plan approval process.

6. The Receiver is authorized to sign all documents necessary to complete and effectuate the agreements and actions identified above.

DATED this 9 day of March, 2007.



The Honorable Thomas M. Coffin

SUBMITTED BY:

FARLEIGH WITT

By: /s/ Kathryn P. Salyer
Peter C. McKittrick, OSB #85281
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Receiver
Kathryn P. Salyer, OSB #88301
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CERTIFICATE OF SERVICE

I hereby certify that on March 7, 2007, I electronically filed the foregoing **ORDER APPROVING AMENDED MOTION FOR (1) JOINT MARKETING AGREEMENT WITH PATRICK HOGAN; (2) OPTION AGREEMENT WITH RAYONIER INC.; (3) EMPLOYMENT AND PAYMENT OF PACIFIC ENGINEERING INC. AS PROJECT MANAGER; (4) EMPLOYMENT OF JIM DONAHOE AS BROKER TO MARKET PROPERTIES; AND (5) ALL EXPENDITURES NECESSARY FOR COMPLETION OF PRELIMINARY CONCEPT PLAN FOR DESTINATION RESORT IN GRAYS HARBOR COUNTY, WASHINGTON** with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following:

Sean B. Hoar
Assistant U.S. Attorney
U.S. Department of Justice
District of Oregon
701 High Street
Eugene, OR 97401

Robert D. Nesler
U.S. Attorney's Office
U.S. Courthouse
1000 S.W. 3rd Ave., Suite 600
Portland, OR 97204

Mark B. Weintraub
Federal Public Defender's Office
151 W. 7th Ave., Suite 510
Eugene, OR 97401

and I hereby certify that I have mailed by United States Postal Service the document to the following non-CM/ECF participants:

Mark Wonser
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Estacada, OR 97023
Co-Liaison for Investors

Marcia Garland
9166 SW 66th
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Eugene, OR 97401

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Robert J McGaughey
Ofc of Robert McGaughey
111 SW Columbia St #1000
Portland OR 97201

DATED: March 7, 2007.

FARLEIGH WITT

By: /s/ Kathryn P. Salyer
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